

APPENDIX 3 : SHAREHOLDER RESOLUTIONS

Company number 08410862

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
THRIVE TRIBE GROUP LTD
(the "Company")

Written Resolutions of the Company
Circulation Date: 20 February 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

1. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into:
 - (A) a deed of subordination to be entered into between Thrive Tribe Holdings Limited, Thrive Tribe Group Ltd, Thrive Tribe Digital Limited, Thrive Tribe Limited, Man V Fat Ltd and Santander UK plc;
 - (B) a cross company guarantee to be entered into between Thrive Tribe Holdings Limited, Thrive Tribe Group Ltd, Thrive Tribe Digital Limited, Thrive Tribe Limited, Man V Fat Ltd and Santander UK plc;
 - (C) a debenture to be entered into between the Company and Santander UK plc;

(together the documents specified in paragraphs 1 (A) to (C) inclusive being the "Documents" and each a "Document"; and
 - (D) any ancillary or related documents, acts, deeds, requests, certificates, notices or other documents to be entered into in connection with the Documents (the "Ancillary Documents").
2. **THAT** the terms of, the transactions contemplated by, and the execution, delivery and performance of the Documents and any Ancillary Documents are hereby approved.
3. **THAT** any director of the Company be authorised to cause the execution and delivery (including by way of electronic signature) of the Documents and any Ancillary Documents with such amendments as they may approve at their discretion.
4. **THAT** the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any Ancillary Documents as they shall deem necessary or appropriate and any action taken by any director of the Company in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby ratified, confirmed and approved in their entirety.
5. **THAT** any acts done or documents executed pursuant to any of the foregoing resolutions shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby

suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions).

6. **THAT** a new article 56 shall be inserted into the Company's articles of association as follows:

"56. Notwithstanding anything contained in these Articles:

(A)

- (1) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (2) the directors of the Company shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security; or
 - (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security; or
 - (c) duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares;

(B) a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts; and

(C) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the written resolutions.

The undersigned, the sole member of the Company entitled to vote on the written resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by Timothy Roberts

for and on behalf of

THRIVE TRIBE HOLDINGS LIMITED

Tim Roberts

Date: 20 February 2024

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by clicking through the link in the e-mail sent to you and following the instructions to complete the signing process within the e-signature platform.
2. If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.